

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

PELOTON INTERACTIVE, INC.

Plaintiff,

v.

FLYWHEEL SPORTS, INC.

Defendant.

Case No. 2:18-CV-00390-RWS-RSP

**DECLARATION OF MICHAEL
COHEN IN SUPPORT OF
DEFENDANT'S MOTION
PURSUANT TO 28 U.S.C. § 1404(a)
TO TRANSFER**

I, Michael Cohen, declare and state as follows:

1. I am the Chief Financial Officer of Flywheel Sports, Inc. ("Flywheel"). I work at Flywheel's headquarters in New York, New York.

2. I provide this declaration in support of Flywheel's motion to transfer venue to the United States District Court for the Southern District of New York. I am readily familiar with the facts expressed herein.

3. Flywheel is a corporation organized under the laws of the state of Delaware. Flywheel's headquarters are located at 53 West 23rd Street, New York, New York 10010. At all times since its founding, Flywheel has been headquartered in New York City.

4. Flywheel was founded in 2010 by Ruth Zukerman, Jay Galluzzo, and David Seldin. Ruth Zukerman has been an instructor of in-studio classes at Flywheel since its founding. Jay Galluzzo was Flywheel's CEO from 2010 through 2014. David Seldin was Flywheel's Chairman from 2010 through 2013. Ms. Zukerman and Mr. Galluzzo work and reside in the New York metropolitan area. Mr. Seldin is located in the Washington, D.C. metropolitan area.

5. Flywheel's leadership including its chief executive officer, chief financial officer, chief operating officer, chief marketing officer, and chief technology officer all work at Flywheel's headquarters in New York City.

6. The FLY Anywhere bike was developed primarily in New York, by employees who work at Flywheel's New York headquarters.

7. No design, development, or testing of the FLY Anywhere bike was done within the Eastern District of Texas.

8. The employees responsible for marketing and sales of the FLY Anywhere bike work at the Flywheel headquarters in New York.

9. The employees responsible for Flywheel's financial records work at the Flywheel headquarters in New York. As Flywheel's chief financial officer, I have knowledge of the financial records relating to the FLY Anywhere bike.

10. All of Flywheel's books and records are maintained in its New York headquarters, including all of its records relating to the design, development, testing, operation, marketing, and sales of the FLY Anywhere bike. All of the company's financial records and documents are also located at our New York headquarters. I am not aware of any relevant documents that are located in the Eastern District of Texas.

11. To date, Flywheel has sold its FLY Anywhere bike to customers in forty-seven (47) of the country's fifty (50) states.

12. Flywheel operates forty-three studios in the United States, and two in Dubai, United Arab Emirates. Eleven of our studios are in the New York metropolitan area. Flywheel operates three studios in Texas: one in Austin, one in Highland Park and one in Plano. I understand that only Plano is located within the Eastern District of Texas.

13. Flywheel employs approximately 1250 people across the country. New York is home to the largest number of employees by far: Flywheel employs 365 people in the New York metropolitan area, with approximately 96 of those employees working at corporate headquarters in New York City. For comparison, Flywheel employs 92 people in each of its next largest markets, Los Angeles and Atlanta. Flywheel employs only 28 people in its Plano and Highland Park studios combined; sharing 18 in-studio cycling instructors and 10 staff working in operations.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 26, 2018
New York, New York



Michael Cohen